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ELIAS C. ALVORD (1942)
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RECORDATION NO. 15412-I FILED

DEC 21 105

11-00 AM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

December 20, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Termination, dated as of December 15, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete lease termination and relates to the Lease previously filed with the Commission under Recordation Number 15412.

The names and addresses of the parties to the enclosed document are:

Lessor: Kent Leasing Corporation
600 California Street, 6th Floor
San Francisco, California 94108

Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha Nebraska 68179-1580

Mr. Vernon A. Williams
December 20, 2005
Page 2

A description of the railroad equipment covered by the enclosed document
is:

397 gondola cars: CNW 310100 - CNW 350499 (excluding CNW 350252,
CNW 350347 and CNW 350365).

A short summary of the document to appear in the index is:

Lease Termination.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 15412-I FILED

DEC 21 '05 11-00 AM

LEASE TERMINATION, SURFACE TRANSPORTATION BOARD

Dated as of December 15, 2005

between

UNION PACIFIC RAILROAD COMPANY,

as Lessee

and

KENT LEASING CORPORATION,

as Lessor

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA AND, UPON SUCH FILING OR DEPOSIT, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT B ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE EQUIPMENT DESCRIBED ON EXHIBIT A ATTACHED HERETO.

THIS LEASE TERMINATION (this "Agreement"), dated as of December 15, 2005, between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, successor in interest to Chicago and Northwestern Transportation Company, as Lessee (the "Lessee"), and KENT LEASING CORPORATION, as Lessor, as successor in interest to ATEL Leasing Corporation (the "Lessor").

WITNESSETH

WHEREAS, the Lessee and the Lessor have heretofore entered into that Lease of Railroad Equipment dated as of December 15, 1987 (Capitalized terms used herein without definition shall have the respective meanings set forth in the Lease);

WHEREAS, the Lease provides for the transfer of all the Lessor's right, title and interest in and to the items of equipment listed on Exhibit A attached hereto and incorporated herein by reference (the "Equipment") and for the termination of the Lease with respect to the Equipment should Lessee exercise its purchase option in accordance with Section 13 of the Lease; and

WHEREAS, the Lessee has paid the purchase price for the Equipment in full and received a Bill of Sale with respect to the Equipment from Lessor .

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

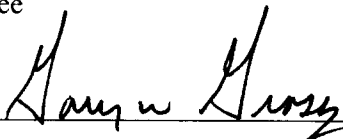
1. The Lease is hereby terminated and canceled with respect to the Equipment, effective on and as of the date hereof, and from and after the date hereof, neither party to the Lease shall have any obligations or rights thereunder, except that the Lessee shall continue to be obligated to the Lessor with respect to any and all obligations under the Lease, including without limitation indemnification obligations, that, pursuant to the terms of the Lease, survive the expiration or termination of the Lease.

2. This document may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.


3. This Agreement shall be filed by Lessee with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada and, upon such filing or deposit, each of the documents described on Exhibit B attached hereto, and the interests of the parties evidenced thereby, shall be terminated or released, as the case may be, with respect to the Equipment.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.


UNION PACIFIC RAILROAD COMPANY,
as Lessee

By: 
Name: Gary W. Grosz
Title: Assistant Treasurer

KENT LEASING CORPORATION, as Lessor
By: ATEL Leasing Corporation, its Attorney-in-Fact

By: 
Name: Dean Cash
Title: President

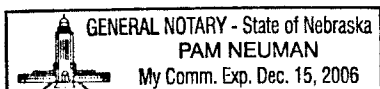
ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM

BY: 

State of Nebraska)
)
County of Douglas) ss

On this 19th day of December, 2005, before me, a notary public, personally appeared Gary W. Grosz, to me personally known, who being by me duly sworn says that he is the Asst. Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Pam Neuman
Notary Public

My Commission Expires: 12-15-06

State of)
)
County of) ss

On this _____ day of _____, 2005, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he or she is the _____ of ATEL LEASING CORPORATION, Attorney-In Fact for KENT LEASING CORPORATION and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires _____

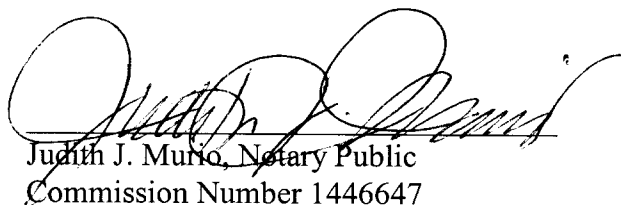
}

SS.

}

On December 15, 2005, before me, Judith J. Murio, the undersigned Notary Public, personally appeared Dean Cash, known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



My Commission expires: October 21, 2007

(Notarial Seal)

(This Notary Acknowledgment is an attachment to
LEASE TERMINATION – Union Pacific Railroad Company/
Kent Leasing Corporation dated as of December 15, 2005)

SCHEDULE OF TERMINATED EQUIPMENT

<u>Description</u>	<u>Quantity</u>	<u>Road Number</u>
52' 100-ton 5' sided mill gondola cars	397	CNW 350100-350499, Inclusive, excluding only 350252, 350347, 350365

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Recordation Number</u>
Lease of Railroad Equipment dated as of December 15, 1987	December 15, 1987	15412
Assignment of Leases dated as of December 15, 1987	December 15, 1987	15412-A
Schedule A to Lease of Railroad Equipment and Assignment of Leases Dated September 27, 1988	September 30, 1988	15412-B
Assignment to and Appointment of Successor Trustee dated as of March 1, 1992	May 14, 1992	15412-C
Notice of Merger	November 6, 1995	15412-D
Assignment and Assumption Agreement dated as of June 25, 1999 (Trust Agreement dated as of July 1, 1980)	June 20, 2000	15412-E
Assignment and Assumption Agreement dated as of June 25, 1999 (Trust Agreement dated as of October 1, 1980)	June 20, 2000	15412-F
Memorandum of Assignment and Assumption Agreement dated as of December 30, 1999	July 25, 2000	15412-G
Notice of Change of Owner Trustee Dated August 27, 2004	September 22, 2004	15412-H

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Document Key</u>
Lease of Railroad Equipment dated as of December 15, 1987	December 15, 1987	12364
Memorandum of Assignment and Assumption Agreement dated as of December 30, 1999	July 25, 2000	12468